

BUCHANAN INGERSOLL & ROONEY PC

Thomas G. Collins (I.D. #75896)

Sara E. Myirski (I.D. #321113)

Cheri A. Sparacino (I.D. #325868)

409 North Second Street, Suite 500

Harrisburg, PA 17101

Tel: (717) 237-4800

thomas.collins@bipc.com

sara.myirski@bipc.com

cheri.sparacino@bipc.com

Counsel for Plaintiffs

WEST SHORE HOME, LLC and WEST
SHORE HOME HOLDINGS, LLC

Plaintiffs,

v.

CRAIG CHAPPELL,

Defendant.

IN THE COURT OF COMMON PLEAS OF
CUMBERLAND COUNTY,
PENNSYLVANIA

Civ. No. 2022-00533

PLAINTIFFS' MOTION FOR LEAVE TO FILE EXHIBITS UNDER SEAL

Plaintiffs, West Shore Home, LLC (“West Shore Home”) and West Shore Home Holdings, LLC (“WSH Holdings”, collectively with West Shore Home, “WSH” or “Plaintiffs”), by and through their undersigned counsel, Buchanan Ingersoll & Rooney PC, hereby submit this Motion for Leave to File Exhibits under Seal and in support thereof aver as follows:

1. WSH commenced this action by filing a Complaint against Craig Chappell on January 20, 2022.
2. Attached to the Complaint are, *inter alia*, agreements executed by Plaintiffs and Defendant Chappell. These agreements include the Phantom Unit Agreement and the West Shore Home Holdings, LLC 2021 Phantom Incentive Equity Plan.

EXHIBIT A5

3. Exhibit B to the Complaint is a letter agreement titled “Grant of Phantom Units” (hereinafter, the “Phantom Unit Agreement”), executed by Chappell on January 14, 2021. The Phantom Unit Agreement outlines the opportunities Chappell had for significant incentive compensation that was contingent on Plaintiffs’ financial performance. A complete copy of the proposed Exhibit B to the Complaint is attached hereto as **Exhibit B**.¹

4. Exhibit C to the Complaint is the West Shore Home Holdings, LLC 2021 Phantom Incentive Equity Plan (hereinafter, the “Phantom Incentive Equity Plan”), which sets forth the terms of the grant to Chappell under the Phantom Unit Agreement. A complete copy of the proposed Exhibit C to the Complaint is attached hereto as **Exhibit C**.

5. Plaintiffs maintain that the Phantom Unit Agreement and the Phantom Incentive Equity Plan (the “Agreements”) concern details about Plaintiffs’ business that are confidential in nature. More specifically, the Agreements contain information related to the valuation of West Shore, including the composition of its capital structure, the prospect of future earnings, and the market value of its business.

6. Allowing the public to access, review, or copy these records would undermine the very nature of this action.

7. Plaintiffs, therefore, respectfully request that this Honorable Court conduct an *in camera* review of the Phantom Unit Agreement (Ex. B), and the Phantom Incentive Equity Plan (Ex. C), and permanently seal the contents thereof.

8. Accordingly, Plaintiffs request that this Honorable Court enter the proposed order allowing Plaintiffs to file Exhibits B and C to the Verified Complaint under seal.


¹ Plaintiffs have marked the Exhibits consistently across this Motion and the Complaint, and, accordingly, have intentionally omitted Exhibit A from this filing.

9. Pursuant to Cumberland County Local Rule 208.3(a)(2), Plaintiffs state that no judge has ruled upon any other issue in the same or related matter.

10. Pursuant to Cumberland County Local Rule 208.3(a)(9), the undersigned certifies that due to the emergent nature of this claim, including the request for preliminary injunctive relief, he was not able to contact counsel for Defendant to seek concurrence. This Motion is therefore considered contested.

WHEREFORE, Plaintiffs West Shore Home, LLC and West Shore Home Holdings, LLC respectfully request that this Honorable Court enter an order granting Plaintiffs' Motion for Leave to File Exhibits under Seal.

Respectfully submitted,

By:  Thomas G. Collins
Thomas G. Collins (I.D. #75896)
Sara E. Myirski (I.D. #321113)
Cheri A. Sparacino (I.D. #325868)
BUCHANAN INGERSOLL & ROONEY PC
409 North Second Street, Suite 500
Harrisburg, PA 17101
Tel: (717) 237-4800
thomas.collins@bipc.com
sara.myirski@bipc.com
cheri.sparacino@bipc.com

Counsel for Plaintiffs

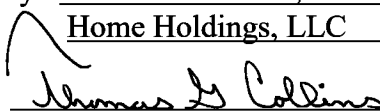
Date: January 20, 2022

CERTIFICATE OF COMPLIANCE

I certify that this filing complies with the provisions of the *Public Access Policy of the Unified Judicial System of Pennsylvania: Case Records of the Appellate and Trial Courts* that require filing confidential information and documents differently than non-confidential information and documents.

Submitted by: West Shore Home, LLC and West Shore Home Holdings, LLC

Signature:



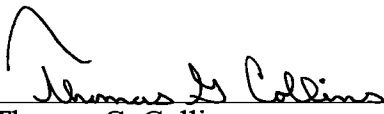
Name: Thomas G. Collins

Attorney No.: 75896

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the within **Plaintiffs'**
Motion for Leave to File Exhibits Under Seal as served upon the following person(s):

Larry Weisberg
Weisberg Cummings, P.C.
2704 Commerce Drive, Suite B
Harrisburg, PA 17110
Counsel for Defendant



Thomas G. Collins
Counsel for Plaintiffs

Date: January 20, 2022

WEST SHORE HOME, LLC and WEST
SHORE HOME HOLDINGS, LLC

Plaintiffs,

v.

CRAIG CHAPPELL,

Defendant.

IN THE COURT OF COMMON PLEAS OF
CUMBERLAND COUNTY,
PENNSYLVANIA

Civ. No. 2022-00533

[PROPOSED] ORDER OF COURT

AND NOW, this ____ day of _____, 2022, upon consideration of Plaintiffs' Motion for Leave to File Exhibits under Seal, as well as this Court's *in camera* review of the exhibits at issue, it is hereby **ORDERED** that:

1. Plaintiffs' Motion for Leave to File Exhibits under Seal is **GRANTED**.
2. West Shore may file under seal the following exhibits to the Complaint:

Exhibit B – The “Grant of Phantom Units” letter agreement (hereinafter, the “Phantom Unit Agreement”); and

Exhibit C - the West Shore Home Holdings, LLC 2021 Phantom Incentive Equity Plan (hereinafter, the “Phantom Incentive Equity Plan”).

3. The Court's Prothonotary shall seal immediately, and continue to main under seal, the Phantom Unit Agreement and the Phantom Incentive Equity Plan (collectively, the “Agreements”).

4. In support of this Order, the Court finds that:

- a. Upon filing with the Court, the information, documents, or things that are the subject of this Order would be considered a public judicial record or document subject to the presumptive common law right of access.

b. The presumption of openness attached to the information, documents, or things that are the subject of this Order is outweighed by circumstances warranting their closure to public inspection. Protecting the confidentiality of the information, documents, or things sealed by this Order is required to protect against a clearly defined and serious injury to Plaintiffs that will occur if the sealing order is not entered. Specifically, the order is required to protect West Shore's confidential business information and market valuation.

5. The Court finds that the degree, duration, and manner of confidentiality ordered herein are necessary to protect the interests at stake.

6. The information, documents, and things that are sealed by this Order shall be maintained under seal until further order of this Court.

7. It is further **ORDERED** that any information, documents, or things sealed by this Order may otherwise be disclosed only as follows:

- a. To any judge of this Court or court personnel for case-related reasons.
- b. To the President Judge of this Court or his or her designee.
- c. To the following specific individuals: counsel of record for the parties.
- d. By further Order of the Court.

8. It is further **ORDERED** that any information, documents, or things sealed pursuant to this order shall be disclosed only upon the entry of a further order by this Court.

9. It is further **ORDERED** that the Court's Prothonotary is hereby authorized to unseal any information, documents, or things sealed pursuant to this Order to the extent necessary to file, microfilm, image files, or transmit the record to an appellate tribunal, with all the sealed information, documents, or things to be resealed immediately upon completion of the necessary task.

BY THE COURT:

J.

Distribution List:

Thomas G. Collins, Esquire, Sara E. Myirski, Esquire and Cheri A. Sparacino, Esquire,
Buchanan Ingersoll & Rooney PC, 400 N. Second Street, Suite 500, Harrisburg, PA 17101
Attorneys for Plaintiffs

Larry Weisberg, Esquire Weisberg Cummings, P.C., 2704 Commerce Drive, Suite B
Harrisburg, PA 17110
Attorney for Defendant

**CONFIDENTIAL
DOCUMENT FORM**



**APPELLATE/TRIAL COURT
CASE RECORDS**

*Public Access Policy of the Unified Judicial System of Pennsylvania
Case Records of the Appellate and Trial Courts
204 Pa. Code § 213.81
www.pacourts.us/public-records*

WEST SHORE HOME LLC
vs.
CHAPPELL, CRAIG

NO. 2022-00533

Court: Cumberland County Prothonotary

This form is associated with the pleading titled MOTION TO SEAL, dated 1/21/2022.

Pursuant to the *Public Access Policy of the Unified Judicial System of Pennsylvania: Case Records of the Appellate and Trial Courts*, the Confidential Document Form shall accompany a filing where a confidential document is required by law, ordered by the court, or is otherwise necessary to effect the disposition of a matter. This form shall be accessible to the public, however the documents attached will not be publicly accessible, except as ordered by a court. The documents attached will be available to the parties, counsel of record, the court, and the custodian. **Please only attach documents necessary for the purposes of this case.** Complete the entire form and check all that apply. This form and any additional pages must be served on all unrepresented parties and counsel of record.

Type of Confidential Document	Paragraph, page, etc. where the confidential document is referenced in the filing:
Wage stubs, earning statements, or other similar documents	Exhibit B & C

I certify that this filing complies with the provisions of the *Public Access Policy of the Unified Judicial System of Pennsylvania: Case Records of the Appellate and Trial Courts* that require filing confidential information and documents differently than non-confidential information and documents.

ORIGINAL SIGNATURE RETAINED BY THE FILING PARTY
Signature

THOMAS G COLLINS, Esq.
Filing Party

75896
ID Number

BUCHANAN INGERSOLL & ROONEY PC
Firm Name

409 NORTH SECOND STREET, SUITE 500
Address

HARRISBURG, PA 17101

(717) 237-4843
Phone